

**BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.**

U.S.-U.K. ALLIANCE CASE

)
)
)
Docket OST-01-11029

ANSWER OF UNITED AIR LINES, INC.

Communications with respect to this document should be sent to:

SHELLEY A. LONGMUIR
Senior Vice President-
International, Regulatory
and Governmental Affairs

MICHAEL G. WHITAKER
Vice President-International
and Regulatory Affairs

JONATHAN MOSS
Managing Director-International
and Regulatory Affairs
UNITED AIR LINES, INC.
P.O. Box 66100, WHQIZ
Chicago, Illinois 60666

MARK ANDERSON
Senior Director-Governmental Affairs
UNITED AIR LINES, INC.
1025 Connecticut Avenue, N.W.
Suite 1210
Washington, D.C. 20036

BRUCE H. RABINOVITZ
JEFFREY A. MANLEY
WILMER, CUTLER & PICKERING
2445 M Street, N.W.
Washington, D.C. 20037
(202) 663-6960 (Phone)
(202) 663-6363 (Fax)
brabinovitz@wilmer.com(e-mail)

Counsel for
UNITED AIR LINES, INC.

DATED: December 21, 2001

**BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.**

U.S.-U.K. ALLIANCE CASE

)
)
)
Docket OST-01-11029

DATED: December 21, 2001

ANSWER OF UNITED AIR LINES, INC.

United Air Lines, Inc. hereby answers in support of the Emergency Joint Motion American Airlines ("American") and British Airways ("BA") filed in this docket on December 20, 2001. In their joint motion, American and BA urge the Department to issue, on an emergency basis, an order denying Richard H. Anderson, the CEO of Northwest Airlines, access to any of the confidential materials filed in this docket. Absent the grant of American's and BA's joint motion, Mr. Anderson would be entitled to access not only to the confidential documents those carriers have filed, but also the confidential documents United and its alliance partners have filed in this consolidated proceeding.


United strongly endorses American's and BA's joint motion. Allowing key executives such as Mr. Anderson to review sensitive and confidential commercial information competitors are required to produce in Department proceedings is clearly highly anti-competitive. Over the years, the Department has developed its affidavit procedures for the handling of documents filed in Department proceedings on a confidential basis to balance the due process interests of parties participating in those proceedings with the public interest in maintaining the confidentiality of commercially

and competitively sensitive information applicants are required to produce. The balance the Department has struck is to allow counsel and outside experts to have access to documents filed on a confidential basis, subject only to the filing of an affidavit agreeing not to disclose information contained in the documents. As American and BA point out in their Motion, those procedures do not contemplate affording access to those documents to key corporate executives responsible for a company's commercial decisionmaking solely due to the fact that the executive fortuitously happens to be a lawyer. As American and BA also point out, the issue here is not Mr. Anderson's (or any other executives') good faith, but the clear potential for anti-competitive effects arising from the fact that a business executive directly responsible for Northwest's most fundamental strategic decisions is gaining access to its competitors' most sensitive planning documents.

The Department must not allow its confidential document procedures to be used in this way. To avoid the risk of a seriously anti-competitive outcome, the Department should act immediately on the Emergency Motion filed by American and British Airways, without awaiting the filing of an answer by Northwest, and order that Mr. Anderson may not have access to any of the confidential documents or pleadings filed in this proceeding by any party. In addition, to avoid a repetition of this problem, the Department should confirm that, in both this and future proceedings, corporate executives

directly involved in commercial decisionmaking may not have access to documents filed on a confidential basis under Rule 12, without special leave of the Department.

Respectfully submitted,

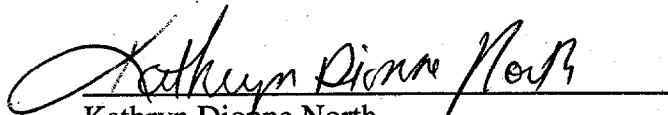

BRUCE H. RABINOVITZ
WILMER, CUTLER & PICKERING
2445 M Street, N.W.
Washington, D.C. 20037

Counsel for
UNITED AIR LINES, INC.

DATED: December 21, 2001

CERTIFICATE OF SERVICE

I hereby certify that I have this date served a copy of the foregoing Answer of United Air Lines, Inc., on all persons named on the attached Service List by causing a copy to be sent via first-class mail, postage prepaid.


Kathryn Dionne North

DATED: December 21, 2001

Megan Rae Rosia
Managing Director, Government Affairs
& Associate General Counsel
Northwest Airlines, Inc.
901 15th Street, N.W., Suite 310
Washington, D.C. 20005

USTRanscom/TCJ5-AA
Attention: Air Mobility Analysis
508 Scott Drive
Scott AFB, IL 62225-5357

Carl B. Nelson, Jr.
Associate General Counsel
American Airlines, Inc.
1101 Seventeenth Street, N.W.
Suite 600
Washington, D.C. 20036

Roger W. Fones
Chief, Transportation, Energy &
Agriculture Section, Antitrust Division
U.S. Department of Justice
325 Seventh Street, N.W.
Suite 500
Washington, D.C. 20530

Simon Knight
First Secretary (Transport)
British Embassy
3100 Massachusetts Avenue, N.W.
Washington, D.C. 20008

Director of Flight Standards
Federal Aviation Administration
800 Independence Avenue, S.W.
Washington, D.C. 20591

Robert D. Papkin
Marshall S. Sinick
Squire, Sanders & Dempsey
1201 Pennsylvania Avenue, N.W.
Suite 500
Washington, D.C. 20004

John R. Byerly
Deputy Asst. Secretary for
Transportation Affairs
Department of State
2201 C Street, N.W.
Suite 5531
Washington, D.C. 20520

Robert E. Cohn
Alexander Van der Bellen
Shaw Pittman
2300 N Street, N.W.
Washington, D.C. 20037

Dennis E. Eckert
President and CEO
For the Cleveland Parties
Greater Cleveland Growth Association
Tower City Center
50 Public Square, Suite 200
Cleveland, OH 44113-2291

Michael Goldman
Silverberg Goldman & Bikoff, L.L.P.
1101 30th Street, N.W.
Suite 120
Washington, D.C. 20007

Nathaniel P. Breed, Jr.
For Federal Express
Shaw Pittman
2300 N Street, N.W.
Washington, D.C. 20037

Donald T. Bliss
For USAirways
O'Melveny & Myers
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109

R. Bruce Keiner
Crowell & Moring
1001 Pennsylvania Avenue, N.W.
Suite 1100
Washington, D.C. 20004

Edgar N. James
Marie Chopra
James & Hoffman, P.C.
1101 Seventeenth Street, N.W.
Suite 510
Washington, D.C. 20036

Daryl A. Libow
Sullivan & Cromwell
1701 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20006

Don H. Hainbach
Boros & Garofalo, P.C.
1201 Connecticut Avenue, N.W.
Washington, D.C. 20036

Edward P. Faberman
Michelle M. Faust
Air Carrier Association of America
1500 K Street, N.W.
Suite 250
Washington, D.C. 20005-1714

Nicholas S. Penn
For the Houston Parties
Leftwich & Douglas, P.L.L.C.
1401 New York Avenue, N.W.
Washington, D.C. 20005-3922

David Stempler, President
Air Travelers' Association
5335 Wisconsin Avenue, N.W.
Suite 440
Washington, D.C. 20015-2034

Professor Darryl Jenkins, Director
The Aviation Institute
The George Washington University
School of Bus. & Public Management
600 21st Street, N.W.
Washington, D.C. 20052

J. E. Murdock III
Shaw Pittman
2300 N Street, N.W.
Washington, D.C. 20037

Rachel B. Trinder
Charles J. Simpson
Zuckert, Scoutt & Rasenberger
888 17th Street, N.W.
Washington, D.C. 20006

Chip Hallock, President
Regional Business Partnership
For the New Jersey Parties
744 Broad Street, 26th Floor
Newark, N.J. 07102

Elliott M. Seiden
Garfinkle & Wang PLC
1555 Wilson Blvd.
Suite 301
Arlington, VA 22209

Anita Mosner
Eclat Consulting
1555 Wilson Boulevard
Suite 602
Arlington, VA 22209

Paul M. Ruden
Senior Vice President
Legal & Industry Affairs
American Society of Travel Agents, Inc.
1101 King Street
Alexandria, VA 22314

Jon F. Ash
Managing Director
Global Aviation Associates, Ltd.
1800 K Street, N.W.
Suite 1104
Washington, D.C. 20006

\\DCNT1\Client\809875\1204\0202 serv list (US-UK) 01-11029.doc